

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
	:	
Overseas Shipholding Group, Inc., <i>et al.</i> ,	:	Case No. 12-20000 (PJW)
	:	
Debtors. ¹	:	Jointly Administered
	:	
	:	RE: D.I. 280
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**APPELLEES' COUNTERDESIGNATION OF RECORD ON APPEAL AND
STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL**

Overseas Shipholding Group, Inc. ("OSG") and certain of its affiliates, as debtors and debtors in possession¹ (collectively, the "Debtors" or "Appellees"), hereby submit, in accordance

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Overseas Shipholding Group, Inc. (7623); OSG International, Inc. (7117); OSG Bulk Ships, Inc. (2600); 1372 Tanker Corporation (4526); Africa Tanker Corporation (9119); Alcesmar Limited (5306); Alcmar Limited (5307); Alpha Suezmax Corporation (1684); Alpha Tanker Corporation (6063); Amalia Product Corporation (3808); Ambermar Product Carrier Corporation (8898); Ambermar Tanker Corporation (7100); Andromar Limited (5312); Antigmar Limited (5303); Aqua Tanker Corporation (7408); Aquarius Tanker Corporation (9161); Ariadmar Limited (5301); Aspro Tanker Corporation (4152); Atalmar Limited (5314); Athens Product Tanker Corporation (9565); Atlas Chartering Corporation (8720); Aurora Shipping Corporation (5649); Avila Tanker Corporation (4155); Batangas Tanker Corporation (8208); Beta Aframax Corporation (9893); Brooklyn Product Tanker Corporation (2097); Cabo Hellas Limited (5299); Cabo Sounion Limited (5296); Caribbean Tanker Corporation (6614); Carina Tanker Corporation (9568); Carl Product Corporation (3807); Concept Tanker Corporation (9150); Crown Tanker Corporation (6059); Delphina Tanker Corporation (3859); Delta Aframax Corporation (9892); DHT Ania Aframax Corp. (9134); DHT Ann VLCC Corp. (9120); DHT Cathy Aframax Corp. (9142); DHT Chris VLCC Corp. (9122); DHT Rebecca Aframax Corp. (9143); DHT Regal Unity VLCC Corp. (9127); DHT Sophie Aframax Corp. (9138); Dignity Chartering Corporation (6961); Edindun Shipping Corporation (6412); Eighth Aframax Tanker Corporation (8100); Epsilon Aframax Corporation (9895); First Chemical Carrier Corporation (2955); First LPG Tanker Corporation (9757); First Union Tanker Corporation (4555); Fourth Aframax Tanker Corporation (3887); Front President Inc. (1687); Goldmar Limited (0772); GPC Aframax Corporation (6064); Grace Chartering Corporation (2876); International Seaways, Inc. (5624); Jademar Limited (7939); Joyce Car Carrier Corporation (1737); Juneau Tanker Corporation (2863); Kimolos Tanker Corporation (3005); Kythnos Chartering Corporation (3263); Leo Tanker Corporation (9159); Leyte Product Tanker Corporation (9564); Limar Charter Corporation (9567); Luxmar Product Tanker Corporation (3136); Luxmar Tanker LLC (4675); Majestic Tankers Corporation (6635); Maple Tanker Corporation (5229); Maremar Product Tanker Corporation (3097); Maremar Tanker LLC (4702); Marilyn Vessel Corporation (9927); Maritrans General Partner Inc. (8169); Maritrans Operating Company L.P. (0496); Milos Product Tanker Corporation (9563); Mindanao Tanker Corporation (8192); Mykonos Tanker LLC (8649); Nedimar Charter Corporation (9566); Oak Tanker Corporation (5234); Ocean Bulk Ships, Inc. (6064); Oceania Tanker Corporation (9164); OSG 192 LLC (7638); OSG 209 LLC (7521); OSG 214 LLC (7645); OSG 215 Corporation (7807); OSG 242 LLC (8002); OSG 243 LLC (7647); OSG 244 LLC (3601); OSG 252 LLC (7501); OSG 254 LLC (7495); OSG 300 LLC (3602); OSG 400 LLC (7499); OSG America LLC (2935); OSG America L.P. (2936); OSG America Operating Company LLC (5493); OSG Car Carriers, Inc. (1608); OSG Clean Products International, Inc. (6056); OSG Columbia LLC (7528); OSG Constitution LLC (8003); OSG Courageous LLC (2871); OSG Delaware Bay Lightering LLC (4998); OSG Discovery LLC (8902); OSG Endeavor LLC (5138); OSG Endurance LLC (2876); OSG Enterprise LLC (3604); OSG Financial Corp. (8639); OSG Freedom LLC (3599); OSG Honour LLC (7641); OSG Independence LLC (7296); OSG Intrepid LLC (7294); OSG Liberty LLC (7530); OSG Lightering Acquisition Corporation (N/A); OSG Lightering LLC (0553); OSG Lightering Solutions LLC (5698); OSG Mariner LLC (0509); OSG Maritrans Parent LLC (3903); OSG Navigator LLC (7524); OSG New

with Rule 8006 of the Federal Rules of Bankruptcy Procedure, Appellees’ Counterdesignation of Record on Appeal and Statement of Issues to be Presented on Appeal (the “Counterdesignation”) in response to the *Designation of Record and Statement of Issues on Appeal of Appellant Leporis Shipping Corporation Pursuant to Bankruptcy Rule 8006*, dated January 24, 2013 [D.I. 403] (“Appellant’s Designation”), filed in connection with the *Notice of Appeal of Leporis Shipping Corporation from the Order Authorizing Rejection of the Overseas Limar Bareboat Charter Nunc Pro Tunc as Necessary to the Redelivery Date and Related Relief*, dated January 10, 2013 [D.I. 280]. This Counterdesignation is being filed to preserve Appellees’ rights and is not an admission that Appellant’s purported appeal of the *Order Authorizing Rejection of the Overseas Limar Bareboat Charter Nunc Pro Tunc As Necessary to the Redelivery Date and Related Relief*, dated December 27, 2012 [D.I. 232], is, in fact, ripe for adjudication at this time.

York, Inc. (4493); OSG Product Tankers AVTC, LLC (0001); OSG Product Tankers I, LLC (8236); OSG Product Tankers II, LLC (8114); OSG Product Tankers, LLC (8347); OSG Product Tankers Member LLC (4705); OSG Quest LLC (1964); OSG Seafarer LLC (7498); OSG Ship Management, Inc. (9004); OSG Valour Inc. (7765); Overseas Allegiance Corporation (7820); Overseas Anacortes LLC (5515); Overseas Boston LLC (3665); Overseas Diligence LLC (6681); Overseas Galena Bay LLC (6676); Overseas Houston LLC (3662); Overseas Integrity LLC (6682); Overseas Long Beach LLC (0724); Overseas Los Angeles LLC (5448); Overseas Martinez LLC (0729); Overseas New Orleans LLC (6680); Overseas New York LLC (0728); Overseas Nikiski LLC (5519); Overseas Perseverance Corporation (7817); Overseas Philadelphia LLC (7993); Overseas Puget Sound LLC (7998); Overseas Sea Swift Corporation (2868); Overseas Shipping (GR) Ltd. (5454); Overseas ST Holding LLC (0011); Overseas Tampa LLC (3656); Overseas Texas City LLC (5520); Pearlmar Limited (7140); Petromar Limited (7138); Pisces Tanker Corporation (6060); Polaris Tanker Corporation (6062); Queens Product Tanker Corporation (2093); Reyman Limited (7131); Rich Tanker Corporation (9147); Rimar Chartering Corporation (9346); Rosalyn Tanker Corporation (4557); Rosemar Limited (7974); Rubymar Limited (0767); Sakura Transport Corp. (5625); Samar Product Tanker Corporation (9570); Santorini Tanker LLC (0791); Serifos Tanker Corporation (3004); Seventh Aframax Tanker Corporation (4558); Shirley Tanker SRL (3551); Sifnos Tanker Corporation (3006); Silvermar Limited (0766); Sixth Aframax Tanker Corporation (4523); Skopelos Product Tanker Corporation (9762); Star Chartering Corporation (2877); Suezmax International Agencies, Inc. (4053); Talara Chartering Corporation (3744); Third United Shipping Corporation (5622); Tokyo Transport Corp. (5626); Transbulk Carriers, Inc. (6070); Troy Chartering Corporation (3742); Troy Product Corporation (6969); Urban Tanker Corporation (9153); Vega Tanker

I. Counterdesignation of Record on Appeal

Appellees hereby submit the following counterdesignations to the record on appeal:

Date Filed/Entered	Docket Item	Title
December 6, 2012	131	Debtors' Motion for Entry of an Order Pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code Authorizing Rejection of the Overseas Rimar Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 6, 2012	132	Debtors' Motion for Entry of an Order Pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code Authorizing Rejection of the Overseas Newcastle Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 6, 2012	133	Debtors' Motion for Entry of an Order Pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code Authorizing Rejection of the Overseas Nedimar Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 6, 2012	137	Debtors' Motion for Entry of an Order Pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code Authorizing Rejection of the Overseas London Bareboat Charter and the Overseas London Pool Agreement <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 21, 2012	207	Notice of Filing of Revised Order Authorizing Rejection of the Overseas London Bareboat Charter and the Overseas London Pool Agreement <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 21, 2012	208	Notice of Filing of Revised Order Authorizing Rejection of the Overseas Newcastle Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 27, 2012	229	Order Authorizing Rejection of the Overseas Rimar Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 27, 2012	230	Order Authorizing Rejection of the Overseas Newcastle Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 27, 2012	231	Order Authorizing Rejection of the Overseas Nedimar Bareboat Charter <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
December 27, 2012	235	Order Authorizing Rejection of the Overseas London Bareboat Charter and the Overseas London Pool Agreement <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
January 9, 2013	268	Supplemental Objection of Rimar Shipping Corporation, Naos Shipping Corporation and Leporis Shipping Corporation to Debtors' Motions for Entry of an Order Pursuant to Sections

Corporation (3860); View Tanker Corporation (9156); Vivian Tankships Corporation (7542); Vulpecula Chartering Corporation (8718); Wind Aframax Tanker Corporation (9562). The mailing address of the Debtors is: 666 3rd Avenue, New York, NY 10017.

		105(a) and 365(a) of the Bankruptcy Code Authorizing Rejection of Certain Bareboat Charter Agreements <i>Nunc Pro Tunc</i> As Necessary to the Redelivery Date and Related Relief
January 9, 2013	278	Debtors' Motion for Approval of Procedures for the Rejection of Executory Contracts and Unexpired Leases and the Abandonment of Certain Assets Related Thereto and Related Relief
January 17, 2013	323	Omnibus Objection of Trianon International S.A., Talara Shipping Corporation, and Troy Shipping Corporation to: (i) Debtors' Motion for Approval of Procedures for the Rejection of Executory Contracts and Unexpired Leases and the Abandonment of Certain Assets Related Thereto and Related Relief; and (ii) Motions for Orders Approving DFS and CEXIM Financing Arrangements
January 17, 2013	324	Objection of Pretty Concept Shipping S.A, Pretty Rich Shipping S.A, Pretty Urban Shipping S.A. and Pretty View Shipping S.A. to Debtors' Motion for Entry of an Order Pursuant to Sections 105(a), 365 and 554 of the Bankruptcy Code Authorizing Procedures for the Rejection of Certain Executory Contracts and Unexpired Leases and Related Relief
January 17, 2013	325	Objection of Integrity Shipping Corp. and Laser Navigation LTD to Debtors' Motion for Entry of an Order Pursuant to Sections 105(a), 365 and 554 of the Bankruptcy Code Authorizing Procedures for the Rejection of Certain Executory Contracts and Unexpired Leases and Related Relief
January 18, 2013	336	Notice of Occurrence of Redelivery of the Overseas Nedimar, Overseas Rimar, Overseas Limar, Overseas London and Overseas Newcastle
January 21, 2013	350	Debtors' Omnibus Reply in Further Support of Their Motion for Approval of Procedures For the Rejection of Executory Contracts and Unexpired Leases and the Abandonment of Certain Assets Related Thereto and Related Relief
January 24, 2013	398	Order Granting the Redelivery Payment Relief and Requiring the Vessel Owner to Make the Redelivery Payment Without Setoff or Recoupment Against the Vessel Owners' Claims, If Any, Arising Out of the Debtors' Rejection of the Charter-In Agreement in Respect of the Overseas Rimar
January 24, 2013	399	Order Granting the Redelivery Payment Relief and Requiring the Vessel Owner to Make the Redelivery Payment Without Setoff or Recoupment Against the Vessel Owners' Claims, If Any, Arising Out of the Debtors' Rejection of the Charter-In Agreement in Respect of the Overseas Newcastle
January 24, 2013	400	Order Granting the Redelivery Payment Relief and Requiring the Vessel Owner to Make the Redelivery Payment Without Setoff or Recoupment Against the Vessel Owners' Claims, If Any, Arising Out of the Debtors' Rejection of the Charter-In Agreement in Respect of the Overseas Nedimar
January 24, 2013	401	Order Granting the Redelivery Payment Relief and Requiring Vessel Owner to Make the Redelivery Payment Without Setoff or Recoupment Against the Vessel Owners' Claims, If Any, Arising Out of the Debtors' Rejection of the Charter-In Agreement in Respect of the Overseas Limar

January 24, 2013	402	Order Granting the Redelivery Payment Relief and Requiring the Vessel Owner to Make the Redelivery Payment Without Setoff or Recoupment Against the Vessel Owners' Claims, If Any, Arising Out of the Debtors' Rejection of the Charter-In Agreement in Respect of the Overseas London
January 24, 2013	408	Order Approving Procedures for the Rejection of Executory Contracts and Unexpired Leases and the Abandonment of Certain Assets Related Thereto and Related Relief
January 24, 2013	436	Transcript of Bankruptcy Court hearing held on January 24, 2013
January 30, 2013	437	Notice of Rejection of Time Charter Party Between Alpha Aframax Corporation and GPC Aframax Corporation in Respect of the <i>Overseas Acadia</i> and All Related Agreements and Addenda
January 30, 2013	438	Notice of Rejection of Aframax Pool Agreement Between Alpha Aframax Corporation as Participant and OSG International, Inc., as Pool Manager and All Related Agreements and Addenda
January 30, 2013	439	Notice of Rejection of Time Charter Party Between Beta Aframax Corporation and OSG Lightering LLC in Respect of the <i>Overseas Everglades</i> and All Related Agreements and Addenda
January 30, 2013	440	Notice of Rejection of Bareboat Charter Between Talara Shipping Corporation and Talara Chartering Corporation in Respect of the <i>Overseas Palawan</i> (f/k/a <i>Cape Talara</i>) and All Related Agreements and Addenda
January 30, 2013	441	Notice of Rejection of Bareboat Charter Between Beta Aframax Corporation and Trianon International S.A. in Respect of the <i>Overseas Everglades</i> (f/k/a <i>Overseas "TBN"</i>) and All Related Agreements and Addenda
January 30, 2013	442	Notice of Rejection of Bareboat Charter Between Troy Shipping Corporation and Troy Chartering Corporation in Respect of the <i>Overseas Mindoro</i> (f/k/a <i>Cape Troy</i>) and All Related Agreements and Addenda

For the sake of clarity, Appellees also designate for the record on appeal all attachments to the items designated in this Counterdesignation and Appellant's Designation.

II. Appellees' Statement of Issues to be Presented on Appeal

The following issues are to be presented on appeal:

1. Whether the Bankruptcy Court, as a matter of law, possesses the discretion to deny enforceability of the arbitration provision (the "Arbitration Clause") contained in the Overseas Limar Bareboat Charter (the "Charter Agreement") in favor of centralized adjudication in the Bankruptcy Court with respect to a claim by Appellant for purported damages resulting from Debtors' rejection of the Charter Agreement pursuant to Bankruptcy Code Section 365.

2. Whether, to the extent the appeal is ripe for adjudication, the Bankruptcy Court properly exercised its discretion to deny enforceability of the Arbitration Clause where arbitration of any purported claim for damages resulting from Debtors' rejection of the Charter Agreement pursuant to Bankruptcy Code Section 365 asserted by Appellant will raise the prospect of inconsistent treatment, affect the rights and recoveries of other creditors, and conflict with the underlying purposes of the Bankruptcy Code.
3. Whether, to the extent the appeal is ripe for adjudication, the Bankruptcy Court was required to specifically set out its factual findings and legal conclusions where such findings and conclusions were clear from the transcript of the December 27, 2012 hearing and the context in which the issue on appeal was raised.
4. Whether the enforceability of the Arbitration Clause is presently ripe for adjudication where any asserted claim by Appellant for damages resulting from the Debtors' rejection of the Charter Agreement is purely speculative and Appellant has not asserted any such claim for rejection damages, either through the filing of a proof of claim or otherwise, nor moved for relief from the automatic stay pursuant to Bankruptcy Code Section 362, or otherwise moved to compel arbitration of any purported dispute.

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Dated: February 7, 2013
Wilmington, Delaware

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